

VOLUNTARY PETITION

**United States Bankruptcy Court
Northern District of Texas
Dallas Division**

VOLUNTARY PETITION

Name of Debtor (if individual, enter Last, First, Middle): DON PABLO'S OF TEXAS, LP	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by Debtor in the last 6 years (include married, maiden, and trade names): DF&R Restaurants of Texas, LP	All Other Names used by Joint Debtor in the last 6 years (include married, maiden, and trade names):
Soc. Sec./Tax I.D. No. (if more than one, state all): 75-2596160	Soc. Sec./Tax I.D. No. (if more than one, state all):
Street Address of Debtor (No. & Street, City, State & Zip Code): Hancock at Washington Madison, Georgia 30650	Street Address of Debtor (No. & Street, City, State & Zip Code):
County of Residence or of the Principal Place of Business: Morgan County	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):

Location of Principal Assets of Business Debtor
(if different from addresses listed above):
The principal assets of Don Pablo's of Texas, LP, the lead Debtor in these cases, are located in the Northern District of Texas. Don Pablo's of Texas, LP owns and operates all of the Debtors' 11 Don Pablo's restaurants located in Texas, 10 of which are located in the Northern District of Texas. The 10 restaurants in the Northern District of Texas are located in Arlington, Bedford, Ft. Worth (2 restaurants), Grand Prairie, Grapevine, Irving, Lubbock, Mesquite and North Richland Hills. The other restaurant located in Texas and owned and operated by Don Pablo's of Texas, LP is located in Lewisville in the Eastern District of Texas.

INFORMATION REGARDING DEBTOR (Check the Applicable Boxes)

Venue (Check any applicable box)	
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.	
Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual <input type="checkbox"/> Railroad <input type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____	Chapter or Section of Bankruptcy Code Under Which the Petition Is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304-Case ancillary to foreign proceeding
Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business	
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.	
Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101. <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e). (optional)	

Statistical/Administrative Information(Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors								THIS SPACE IS FOR COURT USE ONLY																
Estimated Number of Creditors 1-15 16-49 50-99 100-199 200-999 1,000-over* <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/>																								
Estimated Assets <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 12.5%;">\$0 to \$50,001 to \$50,000</td> <td style="width: 12.5%;">\$50,001 to \$100,000</td> <td style="width: 12.5%;">\$100,001 to \$500,000</td> <td style="width: 12.5%;">\$500,001 to \$1 million</td> <td style="width: 12.5%;">\$1,000,001 to \$10 million</td> <td style="width: 12.5%;">\$10,000,001 to \$50 million</td> <td style="width: 12.5%;">\$50,000,001 to \$100 million</td> <td style="width: 12.5%;">More than \$100 million *</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>								\$0 to \$50,001 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million *	<input type="checkbox"/>	<input checked="" type="checkbox"/>							
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>																	
Estimated Debts <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 12.5%;">\$0 to \$50,001 to \$50,000</td> <td style="width: 12.5%;">\$50,001 to \$100,000</td> <td style="width: 12.5%;">\$100,001 to \$500,000</td> <td style="width: 12.5%;">\$500,001 to \$1 million</td> <td style="width: 12.5%;">\$1,000,001 to \$10 million</td> <td style="width: 12.5%;">\$10,000,001 to \$50 million</td> <td style="width: 12.5%;">\$50,000,001 to \$100 million</td> <td style="width: 12.5%;">More than \$100 million *</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>								\$0 to \$50,001 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million *	<input type="checkbox"/>	<input checked="" type="checkbox"/>							
\$0 to \$50,001 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million *																	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>																	

* The estimates reflect consolidated information from Avado Brands, Inc. and its affiliates (collectively, the "Avado Entities", listed on the attached Annex A) filing voluntary petitions with the United States Bankruptcy Court for the Northern District of Texas - Dallas Division on February 14, 2004.

VOLUNTARY PETITION <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): DON PABLO'S OF TEXAS, LP
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)		
Location Where Filed: None	Case Number:	Date Filed:
Pending Bankruptcy Case Filed by Any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)		
Name of Debtor: See Annex A	Case Number:	Date Filed:
District:	Relationship:	Judge:
SIGNATURES		
Signature(s) of Debtor(s) (Individual/Joint) <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><u>X</u> Signature of Debtor</p> <p><u>X</u> Signature of Joint Debtor</p> <p>Telephone Number (If not represented by attorney)</p> <p>Date</p>		Signature of Debtor (Corporation/Partnership) <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><u>X</u> Signature of Authorized Individual</p> <p>Kevin J. Leary Name of Authorized Individual</p> <p>Authorized Signatory for Don Pablo's of Texas, LP Title of Authorized Individual</p> <p>February <u>4</u>, 2004 Date</p>
<p><u>George N. Panagakis</u> Signature of Attorney for Debtor(s)</p> <p>Printed Name of Attorney for Debtor(s)</p> <p>Skadden, Arps, Slate, Meagher & Flom LLP Firm Name</p> <p>333 W. Wacker Drive, Chicago, IL 60606-1285 Address</p> <p>(312) 407-0700 Telephone Number</p> <p>February <u>4</u>, 2004 Date</p>		Signature of Non-Attorney Petition Preparer <p>I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.</p> <p>Printed Name of Bankruptcy Petition Preparer</p> <p>Social Security Number</p> <p>Address</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><u>X</u> Signature of Bankruptcy Petition Preparer</p> <p>Date</p> <p>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</p>
<p>EXHIBIT A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p> <p>EXHIBIT B (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.</p> <p><u>X</u> Signature of Attorney for Debtor(s) Date</p>		

ANNEX A - AFFILIATED DEBTORS

On the date hereof, the following affiliated entities filed petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas - Dallas Division.

1. Don Pablo's of Texas, LP
2. Avado Brands, Inc.
3. Canyon Café of Texas, LP
4. HNEF Area Manager II, Ltd.
5. Hops of Altamonte Springs, Ltd.
6. Hops of Atlanta, Ltd.
7. Hops of Atlanta II, Ltd.
8. Hops of Bowling Green, Ltd.
9. Hops of Boynton Beach, Ltd.
10. Hops of Bradenton, Ltd.
11. Hops of Cherry Creek, Ltd.
12. Hops of Colorado Springs, Ltd.
13. Hops of Connecticut, Ltd.
14. Hops of Coral Springs, Ltd.
15. Hops of Florida Mall, Ltd.
16. Hops of Greater Detroit, Ltd.
17. Hops of Greater Orlando II, Ltd.
18. Hops of Idaho, Ltd.
19. Hops of Indiana, Ltd.
20. Hops of Lakeland, Ltd.
21. Hops of Louisiana, Ltd.
22. Hops of Massachusetts
23. Hops of Matthews, Ltd.
24. Hops of Minnesota, Ltd.
25. Hops of Ohio, Ltd.
26. Hops of South Carolina, Ltd.
27. Hops of South Carolina II, Ltd.
28. Hops of Southeast Florida, Ltd.
29. Hops of Southwest Florida, Ltd.
30. Hops of Stuart, Ltd.
31. Hops of the Carolinas, Ltd.
32. Hops of the Carolinas II, Ltd.
33. Hops of the Gold Coast, Ltd.
34. Hops of the Rockies II, Ltd.
35. Hops of Virginia II, Ltd.
36. The Hops Northeast Florida Joint Venture No. I
37. The Hops Northeast Florida Joint Venture No. II
38. The Hops Northeast Florida Joint Venture No. III
39. Hops of Baltimore County, LLC
40. Hops of Missouri, LLC
41. Hops of Rhode Island, LLC
42. Hops of Greater Boston, Ltd.
43. Hops of Greater Orlando, Ltd.
44. Hops of Kansas, Ltd.
45. Hops of South Florida, Ltd.
46. Hops of the Ohio Valley, Ltd.
47. Hops of the Rockies, Ltd.
48. Hops of Virginia, Ltd.
49. Avado Operating Corp.
50. Canyon Café Limited, Inc.
51. Canyon Café Operating Corp.
52. Canyon Café TX General, Inc.
53. Cypress Coast Construction Corporation
54. Don Pablo's Holding Corp.
55. Don Pablo's Limited, Inc.
56. Don Pablo's Operating Corp.
57. Don Pablo's TX Liquor, Inc.
58. Don Pablos of Baltimore County, Inc.
59. Don Pablos of Howard County, Inc.
60. Don Pablos of Prince George's County, Inc.
61. Hops Grill & Bar, Inc.
62. Hops Marketing, Inc.
63. Hops of the Ohio Valley, Inc.
64. Hops of Southwest Florida, Inc.
65. SMAS, Inc.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

----- X
In re: :
: Chapter 11
DON PABLO'S OF TEXAS, LP, :
: Case No. 04-_____ ()
Debtor. :
----- X

**CONSOLIDATED LIST OF CREDITORS HOLDING 50 LARGEST
UNSECURED CLAIMS**

The following is a list of the creditors holding the 50 largest unsecured claims against Don Pablo's of Texas, LP and certain of its subsidiaries and affiliates (collectively, the "Avado Entities"). The list has been prepared on a consolidated basis, based upon the books and records of the Avado Entities, all of which have contemporaneously commenced chapter 11 cases in this Court. The information presented in this list shall not constitute an admission by, nor is it binding on, the Avado Entities.¹

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 50 largest unsecured claims.²

¹ The Avado Entities may file the schedules of assets and liabilities (the "Schedules") in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from the information set forth below.

² The Avado Entities have not yet identified all of the 50 largest unsecured claims, if any, that are contingent, unliquidated, disputed and/or subject to setoff. The Avado Entities reserve the right to identify any of the 50 largest unsecured claims in their Schedules as contingent, unliquidated, disputed and/or subject to setoff, as appropriate.

(1) NAME OF CREDITOR AND COMPLETE MAILING AD- DRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING AD- DRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DE- PARTMENT OF CREDITOR FA- MILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S ³	(5) AMOUNT OF CLAIM (if secured also state value of security)
Suntrust - as Indenture Trustee	Jack Ellerin Suntrust 25 Park Place P.O. Box 105036 Atlanta, GA 30303 P: 404-588-7296 F: 404-588-7335	9 3/4% Senior Notes Due 2006		\$105,318,000
Suntrust - as Indenture Trustee	Jack Ellerin Suntrust 25 Park Place P.O. Box 105036 Atlanta, GA 30303 P: 404-588-7296 F: 404-588-7335	11 3/4% Senior Subordinated Notes Due 2009		\$47,625,000
Wachovia Bank - as Trustee	Paul Henderson Wachovia Bank 999 Peachtree St. NE 1100 Peachtree Plaza Atlanta, GA 30309 P: 404-332-5274 F: 404-332-5295	\$3.50 Term Convertible Securities, Series A		\$3,179,500
COI	COI c/o Fleet Bank P.O. Box 538135 Atlanta, Georgia 30353-8135 P: 615-231-4444 F: 615-312-3288	Trade Debt		\$1,419,390

³

The Debtors have not yet identified which of the 50 largest unsecured claims, if any, are contingent, unliquidated, disputed and/or subject to setoff. The Debtors reserve the right to identify any of the 50 largest unsecured claims in this consolidated schedule (and any subsequent schedules as may be filed) as contingent, unliquidated, disputed and/or subject to setoff, as appropriate.

(1) NAME OF CREDITOR AND COMPLETE MAILING AD- DRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING AD- DRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DE- PARTMENT OF CREDITOR FA- MILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S	(5) AMOUNT OF CLAIM (if secured also state value of security)
Westwayne, Inc.	Lisa Cuscaden Westwayne, Inc. 401 East Jackson St. - Suite 3600 Tampa, FL 33602 P: 813-202-1200 F: 813-202-1261	Trade Debt		\$794,192
Dallas Basketball Ltd.	Dallas Basketball Ltd. 2909 Taylor St. Dallas, TX 75226 P: 214-747-6297 F: 214-658-7122	Trade Debt		\$177,267
Walt Disney Parks & Resorts	Hector Cruz Walt Disney Parks & Resorts PO Box 403411 Atlanta, GA 30384-3411 P: 407-828-4780 F: 407-828-4320	Trade Debt		\$162,067
Briargrove Tollway Ltd.	Briargrove Tollway Ltd. 4770 Kent Ave. - Suite 100 Montreal, QC H3W1H2 P: 514-731-8585 F: 514-731-8632	Trade Debt		\$131,083
Sedgwick Claims Mgmt. Service	Sedgwick Claims Mgmt. Service PO Box 2066 Memphis, TN 38101-2066 P: 901-684-4076 F: 404-240-4600	Professional Fees		\$107,174

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AFCO	AFCO Dept 0809 Dallas, TX 75312-0809 P: 800-288-6901 F: 913-491-6638	Trade Debt		\$104,509
Palace Resorts, Inc.	Palace Resorts, Inc. 8725 NW 18th Terrace Suite 301 Miami, FL 33172 P: 800-635-1836 F: 305-416-6505	Trade Debt		\$95,000
Curtis 1000, Inc.	Curtis 1000, Inc. PO Box 102347 Atlanta, GA 30368-2347 P: 770-925-4500 F: 800-422-7715	Trade Debt		\$86,697
Beltram Foodservice Group	Beltram Foodservice Group 6800 N. Florida Tampa, FL 33604 P: 813-239-1136 F: 813-237-6346	Trade Debt		\$80,455
Cushman and Wakefield, Inc.	Cushman and Wakefield, Inc. 51 West 52nd St. New York, NY 10019-6178 P: 212-841-7500 F: 212-841-7849	Trade Debt		\$78,053

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Sirna & Sons Produce	Sirna & Sons Produce 7307 Aurora Rd. Aurora, OH 44202 P: 330-562-5221 F: 330-562-2995	Trade Debt		\$71,092
Piazza Produce	Piazza Produce PO Box 68931 Indianapolis, IN 46268-0931 P: 317-872-0101 F: 317-872-4411	Trade Debt		\$66,303
Unifirst Corporation	Unifirst Corporation PO Box 911526 Dallas, TX 75391 P: 904-737-1767 F: 904-737-1476	Trade Debt		\$60,693
Benchmarc Meetings & Incentives, Inc.	Benchmarc Meetings & Incentives, Inc. 3220 Pointe Parkway Suite 500 Norcross, GA 30092-3346 P: 678-291-0011 F: 678-291-9020	Trade Debt		\$60,650
Brothers Produce, Inc.	Brothers Produce, Inc. PO Box 1207 Friendswood, TX 77549-1207 P: 800-282-4196 F: 713-921-3060	Trade Debt		\$57,164

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J.D. Edwards & Company	J.D. Edwards & Company Dept. 770 Denver, CO 80271-0770 P: 303-773-3732 F: 303-334-4678	Trade Debt		\$50,888
Brains on Fire	Brains on Fire 148 River St. - Suite 100 Greenville, SC 29601 P: 864-676-9663 F: 864-676-0001	Trade Debt		\$50,335
Dunedin Fish Co.	Dunedin Fish Co. 5018 N. Hubert Ave. Tampa, FL 33614 P: 813-354-1704 F: 813-354-1904	Trade Debt		\$48,733
The Environmentalists	The Environmentalists PO Box 403447 PC 112 Atlanta, GA 30384-3447 P: 770-420-7963 F: 770-420-7900	Trade Debt		\$48,505
Dunbar Armored	Dunbar Armored PO Box 333 Baltimore, MD 21203-0333 P: 800-888-2129 F: 410-229-1881	Trade Debt		\$47,946
Floyd, Isgur, Rios & Wahrlich, PC	Floyd, Isgur, Rios & Wahrlich, PC 700 Louisiana Suite 4600 Houston, TX 77002-2732 P: 713-222-1470 F: 713-222-1475	Professional Fees		\$47,890

(1) NAME OF CREDITOR AND COMPLETE MAILING AD- DRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING AD- DRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DE- PARTMENT OF CREDITOR FA- MILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S	(5) AMOUNT OF CLAIM (if secured also state value of security)
J. Ambrogi Food Distribution Inc.	J. Ambrogi Food Distribution Inc. 1400 Metropolitan Ave. Thorofare, NJ 08086 P: 856-845-0377 F: 856-845-3748	Trade Debt		\$46,663
Ecolab	Ecolab PO Box 70343 Chicago, IL 60673-0343 P: 800-352-5326 F: 651-885-3098	Trade Debt		\$43,131
Minnesota Vikings	Minnesota Vikings 9520 Viking Dr. Eden Prairie, MN 55344-3898 P: 952-828-6500 F: 952-828-6575	Trade Debt		\$42,514
Bix Produce Co.	Bix Produce Co. 1415 L'Orient St. St. Paul, MN 55117 P: 800-642-9514 F: 651-487-1314	Trade Debt		\$40,386
Venture Construction Co.	Venture Construction Co. PO Box 4175 Norcross GA 30091-4175 P: 770-441-2404 F: 770-441-6566	Trade Debt		\$39,379
Service Management Group	Service Management Group 210 W. 19th Terrace Suite 200 Kansas City, MO 64108 P: 800-764-0439 F: 816-448-4599	Trade Claim		\$37,179

(1) NAME OF CREDITOR AND COMPLETE MAILING AD- DRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING AD- DRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DE- PARTMENT OF CREDITOR FA- MILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S	(5) AMOUNT OF CLAIM (if secured also state value of security)
Pelican Aire	Pelican Aire 12815-A Automobile Blvd. Clearwater, FL 33762 P: 727-573-5733 F: 727-573-2573	Trade Debt		\$37,106
The Graphic Cow	The Graphic Cow 119 Front St. Liberty, SC 29657 P: 864-843-0065 F: 877-472-3329	Trade Debt		\$35,438
Dimension Construction	Dimension Construction 3776 New Getwell Rd. Memphis, TN 38118 P: 901-794-9292 F: 901-794-9395	Trade Debt		\$34,719
SRE, Inc.	SRE, Inc. 1428 Brickell Ave. - Suite 501 Miami, FL 33131 P: 305-579-5888 F: 305-579-5885	Trade Debt		\$34,200
Coastal Sunbelt Produce	Coastal Sunbelt Produce 7477 Candlewood Rd. Hanover, MD 21076 P: 800-860-9799 F: 410-694-4053	Trade Debt		\$33,724
Joe Lasita & Sons, Inc.	Joe Lasita & Sons, Inc. 940 West 5th St. Cincinnati, OH 45203 P: 513-241-5288 F: 513-241-5289	Trade Debt		\$33,684

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Trimark Foodcraft	Trimark Foodcraft Dept at 952107 Atlanta, GA 31192-2107 P: 336-768-7520 F: 336-768-1708	Trade Debt		\$31,196
Weyand Food Distributors, Inc.	Weyand Food Distributors, Inc. 2707 E. Wilder Ave. Tampa, FL 33610 P: 813-236-5923 F: 813-237-8410	Trade Debt		\$29,611
Abacus Business Computers	Abacus Business Computers 15301 Roosevelt Blvd. Suite 303 Clearwater, FL 33760 P: 727-524-0177 F: 727-524-0188	Trade Debt		\$26,477
Tensaw Land & Timber, Inc.	Tensaw Land & Timber, Inc. PO Box 16147 Mobile, AL 36616 P: 251-340-8380 F: 251-340-8387	Trade Debt		\$25,900
EquipTech	EquipTech 2055 West 73 St. Hialeah, FL 33016 P: 305-231-1482 F: 305-826-9131	Trade Debt		\$25,705
Johnson Brothers - St. Paul	Johnson Brothers - St. Paul 1999 Shepard Rd. St. Paul, MN 55116 P: 651-649-5800 F: 651-649-5826	Trade Debt		\$25,196

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What They Think Research, LLC	What They Think Research, LLC 3808 Richland Ave. Nashville, TN 37205 P: 615-383-4446 F: 615-463-0602	Trade Debt		\$24,500
The Boelter Co., Inc.	The Boelter Co., Inc. PO Box 1451 Milwaukee, WI 53201-1451 P: 800-392-3278 F: 414-461-5058	Trade Debt		\$24,172
Weyland East	Weyland East PO Box 310259 Tampa, FL 33680-0259 P: 407-858-9000 F: 407-858-9854	Trade Debt		\$23,695
First Data Corp.	First Data Corp. IPS/Valuelink PO Box 2021 Englewood, CO 80105-2021 P: 303-488-8000 F: 720-332-0553	Trade Debt		\$23,229
Tarantino Foods, LLC	Tarantino Foods, LLC 530 Bailey Ave. Buffalo, NY 14206-3017 P: 888-823-4200 F: 716-823-1718	Trade Debt		\$23,131
Quality Refrigeration, Inc.	Quality Refrigeration, Inc. 6237 Penn Ave So. - Suite 100 Richfield, MN 55423 P: 612-861-7350 F: 612-861-7366	Trade Debt		\$23,060

Servicecheck, Inc.	Servicecheck, Inc. PO Box 101373 Atlanta, GA 30392 P: 770-916-6700 F: 770-916-6710	Trade Debt		\$22,131
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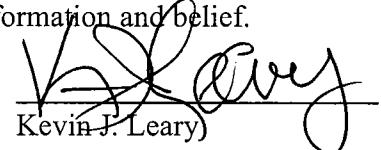
**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF
CORPORATION OR PARTNERSHIP**

I, Kevin J. Leary, of Don Pablo's of Texas, LP, declare under penalty of perjury that I have read the foregoing list and that it is true and correct as of February 4, 2004, to the best of my knowledge, information and belief.

Dated: February 4, 2004

Signature:

Name:



Kevin J. Leary
Authorized Signatory for Don
Pablo's of Texas, LP

RESOLUTIONS OF DON PABLO'S OF TEXAS, LP

Dated as of February 4, 2004

Pursuant to Section 4.05 of the Texas Revised Limited Partnership Act and the Agreement of Limited Partnership of Don Pablo's of Texas, LP, a Texas Limited Partnership (the "Limited Partnership"), the undersigned, as sole general partner of the Limited Partnership (the "General Partner"), does hereby adopt the following Resolutions:

WHEREAS, the General Partner has been presented with a proposed petition to be filed by the Limited Partnership in the United States Bankruptcy Court for the Northern District of Texas - Dallas Division (the "Bankruptcy Court") seeking relief under the provisions of chapter 11 of title 11 of the United States Code, in which the authority to operate as a debtor-in-possession will be sought; and

WHEREAS, the General Partner has reviewed the proposed petition and wishes to take actions that are in the best interests of the Limited Partnership, its creditors, its partners and other interested parties.

NOW THEREFORE, BE IT RESOLVED, that in the judgment of the General Partner it is desirable and in the best interests of the Limited Partnership, its creditors, its partners and other interested parties, that a petition be filed by the Limited Partnership in the Bankruptcy Court seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), in which the authority to operate as a debtor-in-possession will be sought, and the filing of such petition is authorized hereby; and it is further

RESOLVED, that each of Kevin J. Leary, Michael A. Feder, Louis J. Profumo and Edward M. Burr be appointed by the General Partner as an authorized signatory (each, an "Authorized Signatory") and a Vice President and Assistant Secretary in connection with the chapter 11 case authorized herein;

and it is further

RESOLVED, that each Authorized Signatory and each officer of the Limited Partnership, together with any other person or persons hereafter designated by the General Partner, or any one of such persons (each, individually, an "Authorized Officer," and, individually and collectively, the "Authorized Officers") be, and each of them hereby is, authorized, empowered and directed, on behalf of the Limited Partnership, to execute and verify a petition in the name of the Limited Partnership under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court in such form and at such time as the Authorized Officer executing said petition on behalf of the Limited Partnership shall determine; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, on behalf of and in the name of the Limited Partnership, to execute and/or file, or cause to be executed and/or filed (or to direct others to do so on their behalf as provided herein) all necessary documents including, but not limited to, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all other action, that they or any of them deem necessary, proper or desirable in connection with the chapter 11 case contemplated hereby, with a view to the successful prosecution of such case; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Limited Partnership, to take or cause to be taken, from time to time, any and all such further action and to execute and deliver, or cause to be executed and delivered, all such further agreements, documents, certificates and undertakings including, but not limited to, amendments to the documents contemplated hereby following the effectiveness

thereof, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable, to effectuate the purpose and intent of the foregoing resolutions; and it is further

RESOLVED, that the Limited Partnership as debtor and debtor-in-possession under chapter 11 of the Bankruptcy Code be, and it hereby is, authorized to enter into a debtor-in-possession financing facility, and in connection therewith, to grant any guarantees, pledges, mortgages, and other security instruments containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by any Authorized Officer to obtain such debtor-in-possession financing for the Limited Partnership or its subsidiaries and affiliates; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to execute, deliver, and perform for and on behalf of the Limited Partnership, as debtor and debtor-in-possession, any documents, agreements, guaranties, instruments, financing statements, undertakings and certificates necessary or appropriate to facilitate the transactions contemplated by the foregoing resolution including, but not limited to, any credit agreement, promissory note, letter of credit application, or other document evidencing the obligations of the Limited Partnership under the debtor-in-possession financing, and any modifications or supplements thereto, all such materials to be in the form approved by such Authorized Officers, the execution and delivery thereof to be conclusive evidence of such approval; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized and empowered for and in the name and on behalf of the Limited Partnership to amend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements or other writings referred to in the foregoing resolutions; and it is further

RESOLVED, that the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Chicago, Illinois 60606-1285, and its affiliated law practice entities be, and hereby are, employed under a general retainer as attorneys for the Limited Partnership in the chapter 11 case; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Limited Partnership, to retain such other professionals as they deem appropriate during the course of the chapter 11 case; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized, in the name and on behalf of the Limited Partnership, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief on behalf of the Limited Partnership under chapter 11 of the Bankruptcy Code, or in connection with the chapter 11 case, or any matter related thereto, including in connection with the debtor-in-possession financing, be, and they hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Limited Partnership.

When signed by the General Partner, these resolutions shall be effective as of the date first written above.

IN WITNESS WHEREOF, the undersigned has executed these Resolutions of the General Partner as of the date first written above.

General Partner:

Don Pablo's Operating Corp.

By:

Percy V. Williams

Senior Vice President &
Secretary